

Disclosure Statement Hearing Date and Time: August 30, 2011 at 10:00 a.m. (Prevailing Eastern Time)
Disclosure Statement Objection Deadline Date and Time: August 11, 2011 at 4:00 p.m. (Prevailing Eastern Time)

CLEARY GOTTLIEB STEEN & HAMILTON LLP
One Liberty Plaza
New York, New York 10006
Telephone: (212) 225-2000
Facsimile: (212) 225-3999
Thomas J. Moloney
Sean A. O'Neal

Attorneys for Goldman Sachs Bank USA
and Goldman Sachs International

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X	
	:
In re	:
	:
LEHMAN BROTHERS HOLDINGS INC., <i>et al.</i>,	:
	:
Debtors.	:
	:
	:
-----X	

Chapter 11 Case No.
08-13555 (JMP)
(Jointly Administered)

**STATEMENT OF GOLDMAN SACHS BANK USA AND GOLDMAN SACHS
INTERNATIONAL IN SUPPORT OF APPROVAL OF DEBTORS' DISCLOSURE
STATEMENT FOR SECOND AMENDED JOINT CHAPTER 11 PLAN**

TO THE HONORABLE JAMES M. PECK
UNITED STATES BANKRUPTCY JUDGE:

Goldman Sachs Bank USA ("GSB") and Goldman Sachs International ("GSI"), by and through their undersigned counsel, hereby file this statement in support (the "Statement") of this Court's approval of the Debtors' Disclosure Statement for Second Amended Joint Chapter 11 Plan of Lehman Brothers Holdings Inc. and its Affiliated Debtors Pursuant to Section 1125 of the Bankruptcy Code (the "Agreed Disclosure Statement") [Docket No. 18205], filed by Lehman Brothers Holdings Inc. and its affiliated debtors (collectively, the "Debtors") on July 1, 2011 in these chapter 11 cases.

In the months leading up to the filing of the Agreed Disclosure Statement, GSB and GSI participated in intensive and protracted negotiations with the Debtors and many of the Debtors' other economic stakeholders to promote a consensus plan and reach a compromise on numerous disputes. As a result of the negotiations, the parties reached an agreement on the terms of a revised chapter 11 plan, which is reflected in the Second Amended Joint Chapter 11 Plan of Lehman Brothers Holdings Inc. and its Affiliated Debtors (the "Agreed Plan") [Docket No. 18204], filed by the Debtors on July 1, 2011, and the Agreed Disclosure Statement relating thereto. Pursuant and subject to the terms and conditions of applicable plan support agreements, GSB and GSI support the Agreed Plan and Agreed Disclosure Statement.

GSB and GSI file this Statement pursuant to Section 1.02(iii) of their respective Plan Support Agreements with the Debtors (the "PSAs"), and reserve all rights and remedies under the PSAs.

Dated: August 11, 2011
New York, New York

Respectfully submitted,

CLEARY GOTTlieb STEEN & HAMILTON LLP

By: s/ Sean A. O'Neal

Thomas J. Moloney

Sean A. O'Neal

Member of the Firm

One Liberty Plaza

New York, New York 10006

Telephone: (212) 225-2000

Facsimile: (212) 225-3999

*Attorneys for Goldman Sachs Bank USA and
Goldman Sachs International*